

PO4000040470

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700029222957

02/26/04--01010--003 **78.75

FILED
04 FEB 25 PM 19:19
RECEIVED
FBI ARIZONA

(Signature)

3-5-04

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327,
Tallahassee, Fl 32314

SUBJECT: TRANCE SYSTEMS, INC.
(PROPOSED CORPORATE NAME)

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for \$78.75 as payment for the Filing Fee and Certificate of Status cost.

FROM: ANTONIO A. UGANDO, Sr
Name
2866 SW 176th Terrace
Address
Miramar, Fl 33029
City, State & Zip
(954) 432-6794
Daytime Telephone Number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
TRANCE SYSTEMS, INC.

FILED
04 FEB 25 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers do hereby make and execute these Articles of Incorporation for forming a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be:

TRANCE SYSTEMS, INC.

ARTICLE II. INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of this corporation shall be:

**2866 SW 176th Terrace
Miramar, Florida 33029**

ARTICLE III. PURPOSE AND POWERS

This corporation is organized for the purpose of engage or transacting in any activity or all lawful business for which corporations may be permitted under the laws of the United States and the Florida Business Corporation Act or any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers, which corporations may have under the Florida Business Corporation Act.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue a maximum aggregate number of Ten Millions (10,000,000) shares of stocks, consisting of (1) Five Millions (5,000,000) shares of common stock, \$0.01 par value per share (the "Common Stock"), and (2) Five Millions (5,000,000) shares of undesignated stock.

All the aforementioned stocks are to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purposes.

The capital stock is being issued pursuant to Section 1244 of the Internal Revenue Code, the pertinent provisions of which are hereby incorporated herein reference and made a part hereof.

- (1) **Common Stock.** Holders of the Common Stock shall be entitled to one vote per share on all matters submitted to a vote of the shareholders of the corporation, except matters required to be voted on exclusively by holders of other classes or series of common or preferred stock. Subject only to the prior rights and preferences of any other class or series of common or preferred stock, the holders of the Common Stock shall be entitled to dividends thereon, when, as and if declared by the board of directors out of funds of the corporation legally available therefore. In the event of any dissolution or liquidation of the corporation, the holders of the Common Stock shall be entitled to receive, pro rata, after the rights of the holders of any other class or series of common or preferred stock have been satisfied, all of the assets of the corporation remaining available for distribution, if any.
- (2) **Authority to Divide Undesignated Stock into Classes and Series.** The board of directors of the corporation by resolution and without a vote of the shareholders, is hereby expressly authorized to amend the corporation's Articles of Incorporation, to divide the undesignated shares of the corporation into one or more classes or series of common or preferred stock, and to determine the designation, the number, and the powers, preferences, rights, qualifications, limitations and restrictions relating to the shares of those classes of series, as the case may be. The authority of the board of directors of the corporation with respect to each such class or series shall include, but not be limited to, determining the following:

- (a) A special, unconditional or limited voting right or no right to vote
- (b) Whether the shares are redeemable or convertible, at the option of the corporation, the shareholder or another person or upon the occurrence of a designated event, for cash, indebtedness, securities or other property or in a designated amount or in an amount determined in accordance with a designated formula or by reference to extrinsic data or events.
- (c) Rights to distributions calculated in any manner, including dividends that may be cumulative, non-cumulative, or cumulative.
- (d) Preferences over any other class or series of shares with respect to distributions including dividends and distributions upon the dissolution of the corporation.

Except to the extent expressly prohibited in the rights and preferences previously-designated for any class or series of common or preferred stock or by the laws of the State of Florida, the board of directors may, without a vote thereon by the holders of any previously designated class or series of common or preferred stock, (1) increase the number of shares of any such previously designated class or series or (2) establish a new class or series of common or preferred stock and fix and determine rights and preferences for such new class or series which rank pari passu with, or are prior and superior to, any of the rights and preferences of any such previously designated class or series of common or preferred stock.

ARTICLE V. BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1). The names and address of the individuals who are to serve as members of the initial board of directors of the corporation are:

NAME**ADDRESS****Antonio A. Ugando, Sr.****2866 SW 176th Terrace
Miramar, Fl 33029****Antonio A. Ugando, Jr.****2866 SW 176th Terrace
Miramar, Fl 33029****ARTICLE VI. OFFICERS**

The officers of the Corporation shall be:

President:**Antonio A. Ugando, Jr.****Vice-President/Treasurer/Secretary:****Antonio A. Ugando, Sr.**

Whose addresses shall be the same as the principal office of the Corporation.

ARTICLE VII. IDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

ARTICLE VIII. INITIAL REGISTERED AGENT
NAME AND ADDRESS

The name and Florida street address of the initial registered agent of this corporation is:

ANTONIO A. UGANDO, Sr.,
2866 SW 176th Terrace
Miramar, Fl 33029

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator, being subscriber of these Articles of Incorporation is:

ANTONIO A. UGANDO, Jr.,
2866 SW 176th Terrace
Miramar, Fl 33029.

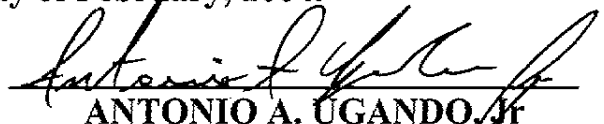
ARTICLE X. AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

ARTICLE XI. BY LAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to adopt, make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has subscribed to these Articles of Incorporation this 21st day of February, 2004.


ANTONIO A. UGANDO, Jr.
Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is: **TRANCE SYSTEMS, INC.**
2. The name and address of the registered agent and office is:

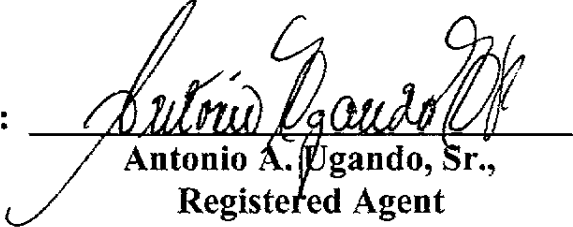
**ANTONIO A. UGANDO, Sr.
2866 SW 176th Terrace
Miramar, Fl 33029**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of the laws of Florida including Section 48.091 Florida Statutes, relating to the proper and complete performance of my duties, and providing for the keeping open of the registered office for service of process.

I am familiar with, and accept the obligations of my position as registered agent.

Dated this 22 day of February, 2004.

By: _____


**Antonio A. Ugando, Sr.,
Registered Agent**

04 FEB 25 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FL 32399

FILED